

*Mining file  
Saltair*

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HAND DELIVERED

September 20, 1991

Mr. Lowell Braxton  
Associate Director of Mining  
UTAH DIVISION OF OIL, GAS & MINING  
355 West North Temple  
3 Triad, Suite 350  
Salt Lake City, Utah 84180-1203

RE: Assignment of Notice of Intent to Mine  
M-035-005 -- Saltair Facility;  
Notice of Intent to Mine, Grantsville Facility

Dear Lowell:

This letter confirms our understanding of discussions with you and Wayne Hedberg on behalf of the Utah Division of Oil, Gas & Mining (the "Division") and Denise Dragoo, Dave Kirkpatrick and Gary Price on behalf of Morton International, Inc. ("Morton"), regarding a telephone conference call on Wednesday, September 18, 1991. As we discussed, an agreement has been reached between Kennecott, Utah Copper Corporation ("Kennecott"), the North American Salt Company ("NAMSCO") and Morton by which Kennecott will acquire the Saltair Facility and the right to transfer Notice of Intent to Mine ("NOI") M-035-005 and Morton will acquire NAMSCO's Grantsville Facility effective as of closing on September 23, 1991.

Under the terms of the agreement, Kennecott will assume responsibility for the Saltair Facility. Upon assignment of NOI No. M-035-005 from Morton to Kennecott and Kennecott's assumption of the attendant legal obligations, including approval of form and amount of surety by the Board of Oil, Gas & Mining, the Division will release Morton from responsibility for the Saltair Facility under the Utah Mined Land Reclamation Act (the "Act").

At this point, there is no notice of intent for the Grantsville Facility. Although Morton does not concede that its activities at the Grantsville location fall within the scope of the Act, nevertheless, Morton is currently preparing an NOI for this location. The Division has recognized that Morton is making good faith efforts to comply with the Act and has allowed Morton

LAW OFFICES OF  
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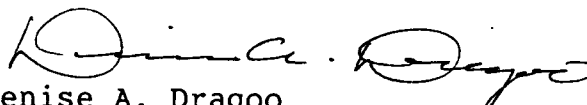
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45 days from the date of this letter in which to submit an NOI for the Grantsville Facility.

The Division agrees that, if Morton submits the complete and technically adequate NOI in accordance with the Act and this schedule, and if the form and amount of surety are subsequently acceptable to the Board of Oil, Gas & Mining, the Division's concerns regarding Morton's timely efforts to permit and bond the operation will be met.

Please signify your agreement with Morton's understanding of our September 18, 1991 discussions as set forth above by signing below and return a copy of the executed confirmation to me in the enclosed, self-addressed envelope.

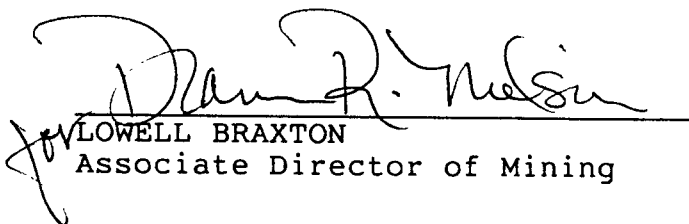
Very truly yours,

  
Denise A. Dragoo

DAD:jmc

cc: Dr. Dianne R. Nielson  
Wayne Hedberg  
James F. Fox, Esq.  
Dave Kirkpatrick  
Gary Price  
Richard Pierce, Esq.  
George D. Melling, Jr., Esq.

AGREED TO AND ACCEPTED this 20th day  
of September, 1991, on behalf  
of the Division by:

  
for LOWELL BRAXTON  
Associate Director of Mining